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APR 11 1996

27.50

EXPEDITED

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of merger is as follows: SEE ATTACHED  
DEPT-01 RECORDING \$27.50  
COOK COUNTY RECORDER \*9895 & LF \*-26-339564  
140004 TRAN 8081 05/02/96 15:01:00

(b) It shall be governed by the laws of: Illinois

3. (a) Name of the surviving corporation: Martin & Marby, Inc.

2. The laws of the state or country under which each corporation is incorporated permit such merger, consolidation or exchange. Illinois

Corporation File No.	State or Country Of Incorporation	Name of Corporation
41336749	Illinois	Martin & Marby, Inc.
49962118	Illinois	Martin & Marby Northwest, Inc.

1. Names of the corporations proposing to merge and the state or country of their incorporation:

DO NOT SEND CASH!  
Remit payment in check or money order, payable to "Secretary of State."  
Filing Fee is \$100, but if merger or consolidation of more than 2 corporations, \$50 for each additional corporation.  
George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961

FILED

APR 11 1996

GEORGE H. RYAN  
SECRETARY OF STATE

ARTICLES OF MERGER  
CONSOLIDATION OR EXCHANGE

Form  
BCA-11.25

(Rev. Jan. 1995)

SUBMIT IN DUPLICATE

This space for use by Secretary of State

Date

Filing Fee \$

Approved

File #

4133-674-9

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PHILIP W. SANDLER  
ATTORNEY AT LAW  
2640 W. TOLSON, SUITE 11  
CHICAGO, IL 60646

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4. Plan of merger is as follows:

Martin & Marbry Northwest, Inc. is being merged with and into Martin & Marbry, Inc. Each share of Martin & Marbry Northwest, Inc. outstanding on the effective date of the merger will be converted into forty-eight (48) shares of Martin & Marbry, Inc. The effective date of the merger shall be the upon the issuance of a certificate of merger by the Office of the Secretary of State.

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ATTORNEY AT LAW  
2610 W. TOLMY, SUITE 11  
CHICAGO, IL 60645

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5. Plan of ~~consolidation~~ <sup>merger</sup> was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

*(The following items are not applicable to mergers under §11.30 —90% owned subsidiary provisions. See Article 7.)*

*(Only "X" one box for each corporation)*

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

Martin & Marbry, Inc.




Martin & Marbry Northwest, Inc.




\_\_\_\_\_




\_\_\_\_\_




\_\_\_\_\_




6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

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7. (Complete this item if reporting a merger under § 14.20-30% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was \_\_\_\_\_, 19 \_\_\_\_\_.

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received?  Yes  No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated February 29, 19 96

attested by Roberta J. Martin  
(Signature of Secretary or Assistant Secretary)

ROBERTA J. MARTIN, Secretary  
(Type or Print Name and Title)

Dated February 29, 19 96

attested by Roberta J. Martin  
(Signature of Secretary or Assistant Secretary)

ROBERTA J. MARTIN, Secretary  
(Type or Print Name and Title)

Dated \_\_\_\_\_, 19 \_\_\_\_\_

attested by \_\_\_\_\_  
(Signature of Secretary or Assistant Secretary)

\_\_\_\_\_  
(Type or Print Name and Title)

C-195.4

MARTIN & MARBRY, INC.  
(Exact Name of Corporation)

by [Signature]  
(Signature of President or Vice President)

GREGORY S. MARTIN, President  
(Type or Print Name and Title)

MARTIN & MARBRY NORTHWEST, INC.  
(Exact Name of Corporation)

by [Signature]  
(Signature of President or Vice President)

EDWIN E. GARFIELD, President  
(Type or Print Name and Title)

\_\_\_\_\_  
(Exact Name of Corporation)

by \_\_\_\_\_  
(Signature of President or Vice President)

\_\_\_\_\_  
(Type or Print Name and Title)

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